

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 27, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23134-E FILED

SEP 29 '00 12-31 PM

TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Equipment Pledge Agreement, dated September 28, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Head Lease Agreement which is being filed with the Board under Recordation Number 23134.

The names and addresses of the parties to the enclosed document are:

Pledgor: Dallas Area Rapid Transit
1401 Pacific Avenue
Dallas, TX 75202-7220

Pledgee: DART 2000-C1 Trust
c/o Wilmington Trust Company
One Rodney Square
1100 North Market Street
Wilmington, DE 19890-0001

A description of the railroad equipment covered by the enclosed document is:

28 Kinkisharyo light rail vehicles DART 141 - DART 168

Mr. Vernon A. Williams
September 27, 2000
Page Two

A short summary of the document to appear in the index follows:

Equipment Pledge Agreement between Dallas Area Rapid Transit,
Pledgor, Wilmington Trust Company, Trustee of the DART 2000-C1
Trust, Pledgee, covering 28 Kinkisharyo light rail vehicles DART 141 -
DART 168.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface
Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF EQUIPMENT PLEDGE AGREEMENT (DART 2000-C1)

Memorandum of Equipment Pledge Agreement (DART 2000-C1), made and entered into on September 28, 2000 by and between Dallas Area Rapid Transit, as Pledgor (the "Pledgor"), and DART 2000-C1 Trust, as Pledgee (the "Pledgee").

WITNESSETH:

The undersigned have entered into that certain Equipment Pledge Agreement (DART 2000-C1), dated as of September 28, 2000, whereby the Pledgor has granted to the Pledgee a security interest in certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Pledgor and the Pledgee have each caused this Memorandum of Equipment Pledge Agreement to be duly executed by its authorized officer on the day and year first above written.

PLEDGOR:

DALLAS AREA RAPID TRANSIT


By: 

Name: Christopher Poinsatte
Title: Chief Financial Officer

ACKNOWLEDGEMENT

[STATE OF NEW YORK)
) ss.:
[COUNTY OF NEW YORK)

On the 28th day of September, 2000, before me personally came Christopher Poinsatte, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Equipment Pledge Agreement; and he acknowledged to me that he executed the same.


Notary Public

CHRYSANTHE SKLAVOUNAKIS
Notary Public, State of New York
No. 01SK6004112, Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 16, 2002

PLEDGEE:

DART 2000-C1 TRUST


By: Wilmington Trust Company,
not in it individual capacity but
solely as Trustee

By: 
Name:
Title: **W. CHRIS SPONENBERG**
ASSISTANT VICE PRESIDENT

ACKNOWLEDGEMENT

[STATE OF NEW YORK)
) ss.:
[COUNTY OF NEW YORK)

On the 28th day of September, 2000, before me personally came W. Chris Spenberg, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Equipment Pledge Agreement; and he acknowledged to me that he executed the same.


Notary Public
CHRYSANTHE SKLAVOUNAKIS
Notary Public, State of New York
No. 01SK6004112, Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 16, 2002

~~ATTACHMENT 6~~
DALLAS AREA RAPID TRANSIT
PURCHASE PRICE ALLOCATION

EXHIBIT A

Description	Running Number	Appraised Remaining Useful Life	Fair Market Value (US\$)
Kinki Sharyo Light Rail Vehicle	141	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	142	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	143	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	144	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	145	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	146	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	147	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	148	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	149	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	150	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	151	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	152	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	153	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	154	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	155	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	156	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	157	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	158	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	159	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	160	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	161	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	162	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	163	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	164	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	165	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	166	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	167	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	168	50	\$3,250,000
TOTAL			<u>\$91,000,000</u>

Description	Running Number	Appraised Remaining Useful Life	Fair Market Value (US\$)
Kinki Sharyo Light Rail Vehicle	141	50	\$3,250,000
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Kinki Sharyo Light Rail Vehicle	146	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	147	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	148	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	149	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	150	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	151	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	152	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	153	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	154	50	\$3,250,000
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TOTAL			\$91,000,000